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REMBRANDT IP SOLUTIONS, LLC  
6

7 **UNITED STATES DISTRICT COURT**  
8 **NORTHERN DISTRICT OF CALIFORNIA**  
9

10 PHILIP C. HARTSTEIN,

11 Plaintiff,

12 vs.

13 REMBRANDT IP SOLUTIONS, LLC, and DOES  
14 1through 25, Inclusive ,

15 Defendants.  
16  
17  
18

Case No. 3:12-cv-02270-NC

**DECLARATION OF DEREK WOOD IN  
SUPPORT OF REMBRANDT IP  
SOLUTIONS, LLC'S MOTION TO  
DISMISS THE COMPLAINT UNDER  
F.R.C.P. 12(b)(3) OR, IN THE  
ALTERNATIVE, TRANSFER VENUE  
PURSUANT TO 28 U.S.C. § 1406(a)**

19 **DECLARATION OF DEREK WOOD**  
20

21 I, Derek Wood, hereby declare as follows:

22 1. I am Corporate Counsel and Secretary for Rembrandt IP Management, LLC  
23 ("RIPM"), the parent company of Defendant Rembrandt IP Solutions, LLC ("RIPS"). I have held  
24 this position since 2005. I also serve as Secretary of RIPS, a position I have held since 2009.

25 2. As a result of my positions, I have detailed knowledge of RIPM's and RIPS's  
26 corporate organization and operations, including matters relating to their respective employees and  
27 employment agreements.  
28

1           3.       RIPM's business model focuses on identifying valuable United States patents and  
2 realizing the value of such patent rights through litigation and the negotiation of licenses.

3           4.       RIPS is responsible for identifying and developing opportunities that may be  
4 appropriate for RIPM's business model.

5           5.       The corporate headquarters and principal place of business for each of RIPM and  
6 RIPS is located in Bala Cynwyd, Pennsylvania. As of the date of this declaration, all officers and  
7 employees of RIPM and RIPS work in Pennsylvania.

8           6.       Philip Hartstein, the Plaintiff in this litigation, was employed by RIPS as a Managing  
9 Director of Business Development from January 1, 2010, until his resignation on March 5, 2012. As  
10 a Managing Director of Business Development, Plaintiff had responsibility for all aspects of the  
11 company's business development efforts, including interaction with patent owners and owners of  
12 prospective investment opportunities located throughout the United States.

13           7.       On December 23, 2009, approximately one week prior to starting employment with  
14 RIPS, Plaintiff executed an Employment Agreement governing the terms of his employment  
15 relationship with RIPS. Exhibit A to Plaintiff's Complaint, which I have reviewed in connection  
16 with this Declaration, appears to be a true and correct copy of Plaintiff's Employment Agreement  
17 with RIPS.

18           8.       On or about April 15, 2012, RIPS learned that Plaintiff had accepted employment  
19 with IP Navigation Group, a direct competitor with RIPS. Among other things, RIPS and IP  
20 Navigation Group compete for similar patent portfolios and investment opportunities in the patent  
21 monetization industry.

22  
23           Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements  
24 are true and correct to the best of my knowledge and belief.

25  
26 Dated: May 10, 2012

  
Derek Wood

**CERTIFICATE OF SERVICE**

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action; my business address is 1925 Century Park East, 19<sup>th</sup> Floor, Los Angeles, California 90067.

On May 11, 2012, I served the foregoing documents described as: DECLARATION OF DEREK WOOD IN SUPPORT OF REMBRANDT IP SOLUTIONS, LLC'S MOTION TO DISMISS THE COMPLAINT UNDER F.R.C.P. 12(b)(3) OR, IN THE ALTERNATIVE, TRANSFER VENUE PURSUANT TO 28 U.S.C. § 1406(a) on the parties in this action by serving:

**Keith L. Slenkovich, Esq.**  
**Leizel A. Ching, Esq.**  
**Wilmer Cutler Pickering Hale and Dorr LLP**  
**950 Page Mill Road**  
**Palo Alto, CA 94303**  
**Phone: 650-858-6000**  
**Fax: 650-858-6100**  
**Email: keith.slenkovich@wilmerhale.com**  
**Email: leizel.galon@wilmerhale.com**

☒ **By Envelope** - by placing ☐ the original ☒ a true copy thereof enclosed in sealed envelopes addressed as below and delivering such envelopes:

☒ **By Mail:** As follows: I am "readily familiar" with this firm's practice of collection and processing correspondence for mailing. Under that practice it would be deposited with the U.S. postal service on that same day with postage thereon fully prepaid at Los Angeles, California in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

☐ **By Federal Express:** I caused the envelope(s) to be delivered to the Federal Express office at 1925 Century Park East, 19<sup>th</sup> Fl., Los Angeles, California 90067, on May 11, 2012, for delivery on the next-business-day basis to the offices of the addressee(s).

☐ **By E-Mail Electronic Transmission:** Based on a court order or an agreement of the parties to accept service by e-mail or electronic transmission, I caused the documents to be sent to the person(s) at the e-mail address(es) so indicated below. I did not receive, within a reasonable time after the transmission, any electronic message or other indication that the transmission was unsuccessful.

Executed on May 11, 2012, at Los Angeles, California.

☒ **FEDERAL** I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made.

\_\_\_\_\_  
 /s/ Michelle Grams  
 Michelle L. Grams